

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 643565 158152A

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 285.00

ORDER DATE : July 10, 1995

ORDER TIME : 11:00 AM

ORDER NO. : 643565

CUSTOMER NO: 158152A

300001539993

CUSTOMER: Mr. Harold O. Miller
HAROLD O. MILLER

Suite 250
400 South Tamiami Trail
Venice, FL 34285

DOMESTIC FILING

NAME: ATLANTIC PACIFIC CAPITAL
HOLDING, L.C.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XXX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

W95-14447

1124

FILED
95 JUL 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 18, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ATLANTIC PACIFIC CAPITAL HOLDING, L.C.
Ref. Number: W95000014447

We have received your document for ATLANTIC PACIFIC CAPITAL HOLDING, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

The registered agent signature must be an original signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00034375

ATLANTIC PACIFIC CAPITAL HOLDING, L.C.
ARTICLES OF ORGANIZATION
A LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

Article 1 NAME

The name of this limited liability company will be:
Atlantic Pacific Capital Holding, L.C.

Article 2 DURATION

This limited liability company shall exist for a period of 29 years and 360 days from the date of its filing with the Department of State of Florida.

Article 3 PURPOSE

This limited liability company shall engage in or transact any or all lawful activities or business permitted under the Laws of The United States, The State of Florida, or any other state, county, territory, or nation.

Article 4 ADDRESS AND REGISTERED AGENT

The address of the place of business of this limited liability company shall be:

Harold O. Miller, Registered Agent
400 S. Tamiami Trail
Suite 250
Venice, Florida 34285

Article 5 CONTRIBUTION

The initial amount to be contributed to the limited liability company shall not exceed \$100,000.00. Additional contributions in cash and other assets may be made during the lifetime of the company.

Article 6 ADDITIONAL MEMBERS

The then existing members shall have the right by a majority vote of the existing members to admit new members. The terms under which new members are admitted will be determined by a simple majority vote of the members.

Article 7 TERMINATION OF MEMBERS

A member may terminate his or her membership in the limited liability company by providing to the manager of the company a letter in which the member indicates their desire to terminate his or her membership in the company. The value of the terminating members membership in the limited liability company. The termination of a member in the limited liability company shall not affect the continuation of the company. Upon the death of a member of the limited liability company the company shall purchase the deceased members membership for a fair market value.

Article 8 INITIAL MEMBERS

The corporation shall be managed by the members.

The initial members of this limited liability company shall be:

LaVern Farley
and
Kenneth Farley
400 S. Tamiami Trail
Suite 250
Venice, Florida 34285

Article 9 MANAGEMENT

The members of the company shall elect an individual or organization to accept as the management of the company. Such election shall require a simple majority vote of the members of the company. The members shall have the right to terminate the management of the company by a simple majority vote. The initial manager of this limited liability company shall be:

LaVern Farley and Kenneth F. Farley
400 S. Tamiami Trail
Suite 250
Venice, Florida 34285

LF KF
LVF

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1) The name of the limited liability company is
Atlantic Pacific Capital Holding, L.C.
- 2) The name and address of the registered agent and office is:

Harold O. Miller
400 S. Tamiami Trail
Suite 250
Venice, Florida 34285

Members & Manager of

La Vern O. Farley

La Vern O. Farley

La Vern Farley

Kenneth Farley

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF 607.325, FLORIDA STATUTES.

SIGNATURE

Harold O. Miller

DATE

6-29-95

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1) The name of the limited liability company is
Atlantic Pacific Capital Holding, L.C.
- 2) The name and address of the registered agent and office is:

Harold O. Miller
400 S. Tamiami Trail
Suite 250
Venice, Florida 34285

Members & Manager of

LaVern Farley

Kenneth Farley

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SIGNATURE

DATE

Harold O. Miller

7-19-75

FILED
95 JUL 21 PM 3:31
TAMPA, FLORIDA

In witness whereof the undersigned are the organizers of this limited liability company and have executed these Articles of Organization on this 27th day of June, 1995.

Signature of Members

7/6/1995

By:

Lavern Farley

Kenneth Farley

STATE OF CALIFORNIA
COUNTY OF Los Angeles } S.S.

On June 27, 1995 before me,
GERI FEIN personally
appeared LAVERN FARLEY &
KENNETH FARLEY

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature GERI FEIN

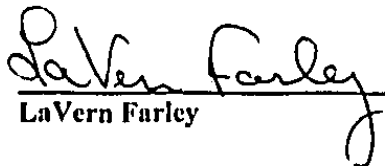
FOR NOTARY SEAL OR STAMP

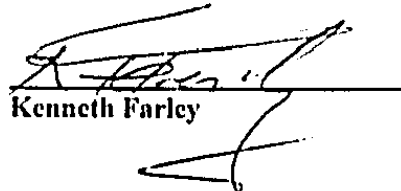


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of a member of Atlantic Pacific Capital Holding, L.C. depose and say:

- 1) The above named Limited Liability Company has at least two members.
- 2) The total amount of cash contributed by the members is \$1,000.
- 3) If any, the agreed value of property other than cash contributed by members is \$1,000. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by members is \$2,000. This total includes amounts from 2 and 3 above.


LaVern Farley


Kenneth Farley

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Indenture Agreement

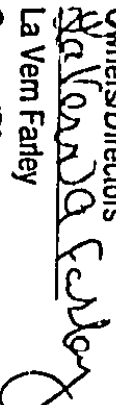
THIS INDENTURE made the 17th day of July, 1995 BETWEEN Ken Farley and La Vern Farley (hereafter referred to as the 'Owners/Directors') which expression shall where the context so requires or admits include his/her assigns of the one part AND Linda Veri (hereafter called the 'Trustee') of the other part WHEREAS upon incorporation the Directors/Owners is beneficially entitled to two shares of Atlantic Pacific Capital Holding Corporation a company incorporated under the laws of the Bahama Islands (hereafter called 'the Company') AND WHEREAS the Directors/Owners has requested the Trustee to act as Trustee of the Company's trust (Atlantic Pacific Capital Holding Corporation Investment Trust I) which Linda Veri agreed so to do upon having such indemnity as is hereinafter contained NOW THIS INDENTURE WITNESSETH that in pursuance of the said agreement and in consideration of the premises the Directors/Owners hereby covenants with the Trustee that so long as she acts as Trustee he/she will at all times hereafter indemnify and keep indemnified the Trustee and his/her personal representatives from all actions, proceedings, claims, or demands by any person or persons whomsoever in respect of or arising out of the Trustee or any one of holding any office or Trusteeship in the Company and against all actions, suits, proceeding, claims, demands, costs and expenses whatsoever which may be taken or made against the Trustee or incurred or become payable by him or any any personal representative by reason of the consequence of his holding any office or Trusteeship in the Company as aforesaid or by reason or in consequence of acting upon any instructions received from the Directors or his agent or otherwise in relation to the premises.

IN WITNESS WHEREOF the Directors has caused its Common Seal to be hereunto Affixed.

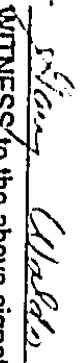
AS WITNESS my hand this 17th, day of July, 1995


Ken Farley

Owners/Directors


La Vern Farley

Owners/Directors


WITNESS to the above signature:

Please sign one copy and return to Linda Veri, Box CB 11552, Nassau, Bahamas

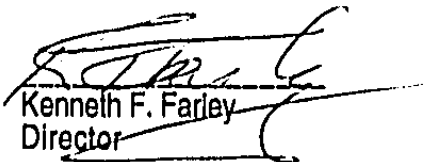
Atlantic Pacific Capital Holding Corporation

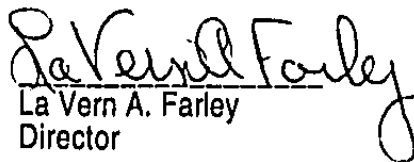
Minutes of Action of Subscribers

We: Thomas P. Azzara
and Linda Veri

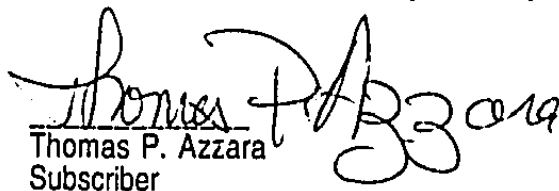
both of 28 Delaporte Point, P.O. Box CB 11552, Nassau, New Providence, in the Bahamas, being the 2 subscribers to the Memorandum of Association of the above named Company, pursuant to Section 12 (3) of the International Business Companies Act, 1989

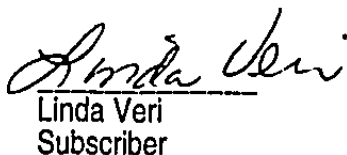
DO HEREBY this day of 1995, A.D. record our election of the following as the first director(s) of the company, he/they having signified their willingness to act as such and to be the sole director(s).


Kenneth F. Farley
Director


La Vern A. Farley
Director

On motion the meeting is hereby terminated.


Thomas P. Azzara
Subscriber


Linda Veri
Subscriber

Please sign and return one copy to Corporate Directors, Ltd. Box CB 11552, Nassau, Bahamas and one copy to your Bahamian banker